

REGENXBIO Inc.  
Form 10-Q/A  
December 23, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q/A**  
**Amendment No. 1**

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the quarterly period ended June 30, 2016**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**Commission File Number 001-37553**

**REGENXBIO Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**47-1851754**  
**(I.R.S. Employer**  
**Identification No.)**

**9600 Blackwell Road, Suite 210**

**Rockville, MD**  
**(Address of principal executive offices)**

**20850**  
**(Zip Code)**

**(240) 552-8181**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name, former address and former fiscal year, if changed since last report)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of August 5, 2016, there were 26,465,379 outstanding shares of the registrant's common stock, \$0.0001 par value per share.



**Explanatory Note**

REGENXBIO Inc. (the Company) is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q for the quarter ended June 30, 2016 (the Original Filing), filed with the Securities and Exchange Commission (the SEC) on August 9, 2016, solely to revise Exhibit 10.36 (Third Amendment to License Agreement effective April 29, 2016 between the Registrant and The Trustees of the University of Pennsylvania) to the Original Filing to include certain portions of such exhibit in response to comments the Company received from the SEC in connection with the Company's request for confidential treatment.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 1 also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. Because no financial statements have been included in this Amendment No. 1, and because this Amendment No. 1 does not contain or amend any disclosure with respect to Items 307 and 308 at Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted.

This Amendment No. 1 should be read in conjunction with the Original Filing, which continues to speak as of the date of the Original Filing. Except as specifically noted above, this Amendment No. 1 does not modify or update disclosures in the Original Filing. Accordingly, this Amendment No. 1 does not reflect events occurring after the filing of the Original Filing or modify or update any related or other disclosures.

**PART II OTHER INFORMATION**

**Item 6. Exhibits.**

<b>Exhibit</b>	<b>Description</b>
3.1*	Restated Certificate of Incorporation (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K as filed on September 22, 2015, and incorporated herein by reference)
3.2*	Amended and Restated Bylaws (filed as Exhibit 3.2 to the Company's Current Report on Form 8-K as filed on September 22, 2015, and incorporated herein by reference)
10.36	Third Amendment to License Agreement effective April 29, 2016 between the Registrant and The Trustees of the University of Pennsylvania
31.1	Certification of the Principal Executive Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Principal Financial Officer as required by Section 302 of the Sarbanes-Oxley Act of 2002

\* Previously filed.  
Confidential treatment has been requested with respect to certain portions of this exhibit. These portions have been omitted and submitted separately to the SEC.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

REGENXBIO Inc.

Dated: December 23, 2016

/s/ Kenneth T. Mills  
Kenneth T. Mills  
President and Chief Executive Officer

(Principal Executive Officer)

Dated: December 23, 2016

/s/ Vittal Vasista  
Vittal Vasista  
Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

**EXHIBIT INDEX**

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